

Under the “competing provider” test set forth in Section 623(1)(1)(B) of the Act and Section 76.905(b)(2) of the Commission’s rules (the “Competing Provider Test”), a cable system will be deemed subject to effective competition if the franchise area is:

- (i) served by at least two unaffiliated multichannel video programming distributors, each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming other than the largest multichannel video programming distributor exceeds 15 percent of the households in the franchise area.⁵

As demonstrated below, the Competing Provider Test is satisfied in the Franchise Area. Two unaffiliated MVPDs serve over 50 percent of the Franchise Area’s households with comparable programming and the reported penetration rate for DBS providers exceeds 15 percent in the Franchise Area. Accordingly, Charter requests that the Commission issue an order finding that Charter is subject to effective competition under the Competing Provider Test in the Hollis Franchise Area.

I. More Than Two Unaffiliated MVPDs Offer Programming Comparable to Charter to Over 50 Percent of the Households in the Franchise Area.

The first prong of the Competing Provider Test requires that a franchise area must be served by “at least two unaffiliated multichannel video programming distributors...”⁶ This requirement is easily satisfied, because the two major direct broadcast satellite providers (DirecTV, Inc. and Dish Network, Corp.) (“DBS Providers”) are unaffiliated with Charter and “offer” service to more than 50 percent of the households in Charter’s Franchise Area.

⁵ 47 U.S.C. § 543(1)(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

⁶ 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines “multichannel video programming distributors” to include cable operators, as well as DBS and MMDS providers. See 47 U.S.C. § 522(13).

Service of an MVPD will be deemed “offered” when it is both technically and actually available.⁷ The Commission has determined that DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.⁸ Charter’s Franchise Area is well within the satellite footprint of DirecTV and Dish Network. Thus, both DirecTV and Dish Network are “technically available” in the Franchise Area.

DBS service is presumed to be “actually available” if households in a franchise area are made “reasonably aware” that the service is available.⁹ The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test ...) coupled with the ubiquity of DBS services to show that consumers are reasonably aware of the availability of DBS service.”¹⁰ The same reasoning applies here.

DirecTV and Dish Network are among the largest MVPDs in the nation.¹¹ With approximately

⁷ *Rate Order*, ¶ 29.

⁸ *See MediaOne of Georgia, Inc.; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order*, at 5660-5661).

⁹ *See Rate Order* at ¶ 32 (citations omitted). *See also Charter Communications – Fourteen North Carolina Communities*, 19 FCC Rcd. 7003, ¶ 4 (2004).

¹⁰ *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008), citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006) (“*Comcast – Various Michigan Communities*”). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. *See Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS’s nationwide growth and local subscriptions, without reference to advertising or other promotion.”) (“*Bright House Networks – Florida*”).

¹¹ *See Thirteenth Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, MB Docket No. 06-189, FCC 07-206, ¶ 76 (rel. Jan. 16, 2009).

33.8 million subscribers nationwide,¹² comprising over 33 percent of all MVPD subscribers,¹³ ubiquitous advertising, and the substantial DBS penetration figures in the Franchise Area, it is clear that consumers in the Franchise Area are “reasonably” aware of the availability of DBS competitors.¹⁴ Accordingly, both DirecTV and Dish Network are presumed to be “actually available” in the Franchise Area, and are offered to over 50 percent of the households in the Franchise Area.

The Competing Provider Test also requires that the programming offered by the competing provider must be “comparable” to the programming offered by the cable operator.¹⁵ The Commission’s rules define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”¹⁶ The Commission has repeatedly recognized that the DBS Providers offer comparable programming under the Commission’s Competing Provider Test.¹⁷ Each of the DBS Providers offer well over

¹² See Press Release, DirecTV Inc., *DirecTV Announces Fourth Quarter and Full Year 2011 Results* (Feb. 16, 2012) (reporting that, as of December 31, 2011, DirecTV (US) had 19.9 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=649162>; See Press Release, Dish Network, *Dish Network Reports Fourth Quarter and Year End 2011 Financial Results* (Feb. 23, 2012) (reporting that, as of December 31, 2011, Dish Network had approximately 13.97 million subscribers), , available at <http://press.dishnetwork.com/press-releases/dish-network-reports-fourth-quarter-and-year-end-2-nasdaq-dish-0855001>.

¹³ Georg Szalai, *Pay TV Operators Added 300,000 Subscribers in Fourth Quarter*, The Hollywood Reporter, March 19, 2012 (citing SNL Kagan report of 100.31 million video subscribers by the end of 2011), available at <http://www.hollywoodreporter.com/news/pay-tv-operators-added-subscribers-fourth-quarter-snl-kagan-showtime-starz-hbo-301624>.

¹⁴ See, e.g., *Comcast – Various Michigan Communities*, ¶ 5; *Bright House Networks – Florida*, ¶ 6.

¹⁵ See 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

¹⁶ 47 C.F.R. § 76.905(g).

¹⁷ See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Effective Competition*, 19 FCC Rcd. 7130, ¶ 4 (2004) (“We find that the programming of DBS providers satisfies the Commission’s program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.”).

100 video channels, most of which are non-broadcast services.¹⁸ And, as shown in the attached channel line-up, Charter's programming service offerings in the Franchise Area are substantially similar to the DBS Providers' programming services.¹⁹

Based on the above facts, Charter has satisfied the first prong of the Competing Provider Test.

II. The Competing Providers Serve Greater Than 15 Percent of the Households In Charter's Franchise Area.

The second prong of the Competing Provider Test requires that the subscriber base of competing MVPDs, other than the largest MVPD, exceeds 15 percent of franchise area households.

The process of determining the precise number of DBS subscribers within a franchise area is not an exact science because DBS providers track their subscribers according to the zip codes where each subscriber resides, rather than by political jurisdiction. In this case, Charter relied on ZIP+4 codes associated with the Franchise Area to determine the number of DBS subscribers within the Franchise Area.²⁰

To determine the relevant ZIP+4 codes associated with the Franchise Area, Charter contacted Media Business Corp. ("MBC," previously known as "SkyTrends"). MBC has developed a process to accurately identify the ZIP+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates ZIP+4 codes with the U.S. Census Department's "block group" level households. The

¹⁸ See Channel Line-ups of DirecTV and Dish Network, attached hereto as Exhibit 1.

¹⁹ See Charter Channel Line-up, attached hereto as Exhibit 2.

²⁰ The Commission has previously accepted ZIP+4 codes as "reasonable and sufficiently reliable for purposes of determining the presence of effective competition." See *Cable One, Inc.*, 18 FCC Rcd. 12792, ¶ 8 (2003), quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications*, 17 FCC Rcd. 4648 (2002).

“block group” measurement is the most precise Census tool available to measure households within a very small geographical area. With this software, MBC was able to identify the ZIP+4 codes that lie within Charter’s Franchise Area.²¹

Charter next provided the relevant ZIP+4 codes for the Franchise Area to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two DBS Providers, as well as other satellite service providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber number reported in the attached Effective Competition Tracking Report (“ECTR”) from SBCA reflects the total number of DBS subscribers within the individual ZIP+4 codes associated with the Franchise Area.²²

Based on a review of the DBS subscribership figures in the Franchise Area reported by SBCA on a ZIP+4 basis, Charter was able to confirm that its own subscribership exceeded DBS subscribership in the Franchise Area. Charter clearly is the largest MVPD in this Franchise Area.²³

To determine whether DBS subscribership exceeds the statutorily mandated 15 percent threshold in the Franchise Area, Charter compared the competing providers’ subscribership to the most recent U.S. Census occupied household unit figures for the community.²⁴ This comparison yields the penetration rates for DBS Providers in the Franchise Area.

²¹ See Letter from MBC (explaining ZIP+4 methodology), attached hereto as Exhibit 3.

²² See Exhibit 4 (providing total ZIP+4-based DBS subscribership for the Franchise Area, as well as all ZIP+4 data relied on in the Petition).

²³ See Declaration of Denise Williams, attached hereto and Exhibit 5.

²⁴ 2010 Census household data are available at <http://factfinder2.census.gov>, the relevant pages of which are attached hereto as Exhibit 6.

As detailed in Exhibit 7, the subscriber base for the DBS Providers in the Franchise Area exceeds the 15 percent threshold required under Section 623(1)(1)(B) of the Act. Accordingly, Charter meets the second prong of the Competing Provider Test.

Because Charter meets both prongs of the Competing Provider Test for the Hollis Franchise Area, it faces effective competition in this Franchise Area.

CONCLUSION

Charter's cable system is subject to effective competition in the Franchise Area under the Competing Provider Test. Thus, effective competition existed in the Franchise Area at least as of the filing date of this Petition. Based on the evidence presented herein, Charter respectfully requests that the Media Bureau issue an order acknowledging the presence of effective competition in the Hollis, New Hampshire Franchise Area.

Respectfully submitted,

**Charter Communications,
on behalf of its subsidiaries and affiliates**

By: 

Frederick W. Giroux

Davis Wright Tremaine, LLP

1919 Pennsylvania Avenue, N.W., Suite 800

Washington, D.C. 20006

(202) 973-4200

Its Attorney

June 14, 2012

CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification or reversal of existing law; and is not interposed for any improper purpose.

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Washington, DC 20006
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Its Attorney

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EXHIBIT 1



PREMIER package

285+ digital channels

Print channels for ZIP Code 17303 (No locals available)

PRINT

EN ESPAÑOL

ONCE México*	447	V-me*	440	mun2	410
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NATIONALS

3net (HD)	HD 107	Disney Channel (West)	291	Hope*	368	RFD TV	345
A&E	HD 265	Disney XD	HD 292	INSP	364	ReelzChannel	238
ABC Family	HD 311	Documentary Channel	267	ION Television	305	SOAPnet	262
American Movie Classics (AMC)	HD 254	E! Entertainment	236	ION Television West	347	Science Channel	HD 284
Animal Planet	HD 282	ESPN	HD 206	Independent Film Channel (IFC)	559	ShopNBC	316
Audience Network	HD 239	ESPN 3D (HD)	HD 106	Investigation Discovery (ID)	285	Speed Channel	HD 607
BBC America	264	ESPN2	HD 209	Jewelry Television	313	Spike	HD 241
BYU TV	374	ESPNNEWS	HD 207	Jewish Life Television*	366	Style	235
Big Ten Network	HD 610	ESPNU	HD 208	Lifetime	HD 252	Syfy Channel	HD 244
Biography Channel	HD 266	EWTN	370	Lifetime Movie Network	253	TBS	HD 247
Black Entertainment Television (BET)	HD 329	Enlace Christian Television*	448	LinkTV	375	TCT Network	377
Bloomberg Television	353	FUEL TV	HD 618	Logo	272	TNT	HD 245
Boomerang	298	FX	HD 248	MHz WORLDVIEW*	2183	TV Guide Network	273
Bravo	HD 237	Food Network	HD 231	MLB Network	HD 213	TV Land	304
CBS Sports Network	HD 613	Fox Business Network	HD 359	MSNBC	HD 356	TV One	328
CCTV-9	2053	Fox Movie Channel	258	MTV	HD 331	TeenNick	303
CMT	HD 327	Fox News Channel	HD 360	MTV2	333	Tennis Channel	HD 217
CNBC	HD 355	Free Speech TV*	348	Military Channel	287	The Hub	294
CNBC World	357	Fuse	339	NASA TV	289	The Learning Channel	HD 280
CNN	HD 202	GEM NET (Global Expansion Media Network)*	2068	NBA TV	HD 216	The Sportsman Channel	605
CSPAN 1	350	GOD TV	365	NFL Network	HD 212	The Word Network	373
CSPAN 2	351	GSN, the network for games	233	NHL Network	HD 215	Travel Channel	HD 277
Cartoon Network (East)	HD 296	Galavision	404	NRB	378	Trinity Broadcasting Network (TBN)	372
Cartoon Network (West)	297	Go!TV HD English	HD 620	Nat Geo WILD	283	TruTV	246
Centric	330	Golden Eagle Broadcasting*	363	National Geographic Channel	HD 276	Turner Classic Movies (TCM)	256
Chiller	257	Golf Channel	HD 218	Nick Jr.	301	USA Network	HD 242
Christian Television Network (CTN)	376	Gospel Music Channel	338	Nickelodeon (East)	HD 299	Univision	402
Church Channel	371	Great American Country	326	Nickelodeon (West)	300	VH1	HD 335
Cloo	308	H2	271	Nicktoons Network	302	VH1 Classic	337
Comedy Central	HD 249	HD Theater	HD 281	OWN	279	Versus	HD 603
Cooking Channel	232	HDNet	HD 306	Ovation TV	274	WE: Women's Entertainment	260
Current TV	358	HITN*	438	Oxygen	251	WGN America	HD 307
DIY Network	230	Hallmark Channel	HD 312	PBS	0	Weather Channel	HD 362
Daystar	369	Headline News	204	PBS Kids Sprout	295	World Harvest Television	367
Discovery Channel	HD 278	History Channel	HD 269	Planet Green	HD 286	n3D	HD 103
Discovery Fit & Health	261	Home & Garden Television (HGTV)	HD 229	Pursuit Channel	608		
Disney Channel (East)	HD 290	Home Shopping Network	240	QVC	275		

PREMIUMS

5STARMAX HD East	HD 520	FLIX ON DEMAND®	1557	MoreMAX	HD 517	STARZ® ON DEMAND	1527
@MAX HD East	HD 523	FOX Deportes	624	Outdoor Channel	606	Showtime Beyond HD	HD 550
ActionMAX HD	HD 519	Flix	557	SHOWTIME	HD 545	Showtime Next HD	HD 551
Cinemax East	HD 515	Fox Soccer Channel	HD 619	SHOWTIME (West)	HD 546	Showtime Women HD	HD 552
Cinemax West	HD 516	Go!TV	620	SHOWTIME 2	HD 547	Sundance Channel	558
ENCORE (East)	HD 535	HBO (East)	HD 501	SHOWTIME Extreme	HD 549	Sundance ON DEMAND	1558
ENCORE (West)	536	HBO (West)	HD 504	SHOWTIME ON DEMAND	1545	THE MOVIE CHANNEL™ ON DEMAND	1554
ENCORE Action	541	HBO 2 (East)	HD 502	SHOWTIME Showcase	HD 548	TMC Xtra HD East	HD 556
ENCORE Drama	540	HBO 2 (West)	505	STARZ (East)	HD 527	TVG - The Interactive Horseracing Network	602
ENCORE Family	542	HBO Comedy HD	HD 506	STARZ (West)	HD 528	The Movie Channel (East)	HD 554

PREMIUMS

ENCORE Love	537	HBO Family (East)	HD 507	STARZ Cinema HD	HD 531	The Movie Channel	555
ENCORE Suspense	539	HBO Family (West)	508	STARZ Comedy HD	HD 526	(West)	
ENCORE Westerns	538	HBO Latino	HD 511	STARZ Edge	HD 529	ThrillerMAX HD	HD 522
ENCORE® ON DEMAND	1535	HBO Signature	HD 503	STARZ InBlack	HD 530	WMAX HD East	HD 521
ESPN Classic Sports	614	HBO Zone HD	HD 509	STARZ Kids & Family HD	HD 525		

REGIONAL SPORT NETWORKS

Altitude Sports & Ent.	HD 681	FS Arizona	HD 686	FS South Plus (2)	HD 648	ROOT SPORTS Rocky	HD 683
Altitude Sports	HD 682	FS Cincinnati	HD 661	FS Southwest	HD 676	Mountain	
Altitude Sports		FS Detroit	663	FS Southwest Plus	HD 677	SportSouth	HD 649
CSN Bay Area	HD 696	FS Detroit Plus	HD 664	FS West	HD 692	SportSouth Plus	HD 650
CSN Bay Area Alternate	HD 697	FS Florida	HD 654	MASN 640	HD 640	SportsNet New York 639	HD 639
CSN California	HD 698	FS Florida Plus	HD 655	MSG Plus 635	HD 635	SportsTime Ohio 662	HD 662
CSN California alt 699	699	FS Midwest	HD 671	Madison Square Garden	HD 634	Sun Sports	HD 653
CSN Chicago Alt. #2	667	FS North	HD 668	NESN 628	HD 628	Sun Sports Plus	HD 656
CSN MidAtlantic Alt.	HD 643	FS Ohio	HD 660	Prime Ticket	HD 694	Yankee Ent. & Sports	HD 631
CSN MidAtlantic 642	HD 642	FS South	HD 646	ROOT SPORTS Northwest	HD 687	(YES) 631	
CSN New England 630	HD 630	FS South Plus	HD 647	ROOT SPORTS Pittsburgh	HD 659		
Comcast SportsNet	HD 665						
Chicago 665							

SATELLITE RADIO

SONICTAP: 60's	803	SONICTAP: College Rock	831	SONICTAP: Italian Bistro	881	SONICTAP: Regional	873
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	Blend		Mexican	
SONICTAP: 8-Tracks	840	SONICTAP: Familiar	880	SONICTAP: Italian	882	SONICTAP: Retro Disco	845
SONICTAP: 80's Hits	805	SONICTAP: Favorites		SONICTAP: Contemporary		SONICTAP: Rock en	878
SONICTAP: 90's Hits	806	SONICTAP: Fiesta	870	SONICTAP: Jazz	852	Espanol	
SONICTAP: Adult		SONICTAP: Tropical		SONICTAP: Latin Hits	871	SONICTAP: Salsa	874
SONICTAP: Adult	832	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879	SONICTAP: Showtunes	823
SONICTAP: Adult		SONICTAP: Folk Rock	813	SONICTAP: Light	866	SONICTAP: Silky Soul	843
SONICTAP: Adult	821	SONICTAP: Full Metal	830	SONICTAP: Love Songs	819	SONICTAP: Silver Screen	822
SONICTAP: Contemporary		SONICTAP: Jacket		SONICTAP: Malt Shop	802	SONICTAP: Singer-	836
SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	Oldies		Songwriters	
SONICTAP: Bailamos!	869	SONICTAP: Great	855	SONICTAP: Mariachi	876	SONICTAP: Smooth Jazz	851
SONICTAP: Be-Tween	867	SONICTAP: Standards		SONICTAP: Metro Blend	853	SONICTAP: Soft Hits	849
SONICTAP: Beautiful	820	SONICTAP: Groove	824	SONICTAP: Modern	814	SONICTAP: Spike	841
SONICTAP: Big		SONICTAP: Lounge		SONICTAP: Modern	860	SONICTAP: SubTerranean	858
SONICTAP: Band/Swing	801	SONICTAP: Hair Guitar	829	SONICTAP: Workout		SONICTAP: Symphonic	864
SONICTAP: Bluegrass	812	SONICTAP: Hallelujah	828	SONICTAP: Musica De Las	872	SONICTAP: The Boombox	846
SONICTAP: Blues	854	SONICTAP: Hit Country	809	Americas		SONICTAP: The	868
SONICTAP: Carnaval	877	SONICTAP: Holidays &	815	SONICTAP: New Age	856	Playground	
SONICTAP: Brasileiro		SONICTAP: Happenings		SONICTAP: Old School	844	SONICTAP: The Spirit	826
SONICTAP: Classic Hits	837	SONICTAP: Honky Tonk	811	Funk		SONICTAP: Today's Hits	816
SONICTAP: Classic Hits		SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861	SONICTAP: Traditional	808
SONICTAP: Classic Jazz	850	SONICTAP: Hottest Hits	818	SONICTAP: Piano	865	SONICTAP: Tranquility	884
SONICTAP: Classic R&B	842	SONICTAP: Hurbano	875	SONICTAP: Rat Pack	807	SONICTAP: Y2k Hits	817
SONICTAP: Classic Rock	833	SONICTAP: Hype	847	SONICTAP: Reality Bites	838	SONICTAP: Zen	857
SONICTAP: Classic Rock	862	SONICTAP: Ink'd	835	SONICTAP: Red, Rock	810		
SONICTAP: Workout		SONICTAP: Irish	883	and Blues			
SONICTAP: Coffeehouse	848			SONICTAP: Reggae	863		
SONICTAP: Rock							

LOCALS

WGAL (NBC)	HD 8	WHTM (ABC)	HD 27	WLYH (CW)	15	WPMT (FOX)	HD 43
WHP (CBS)	HD 21	WITF (PBS)	HD 33				

*The following channels require a special dish or equipment: MHz, GEM NET, Hope Channel, JLTv, Once, HITN, V-Me, Enlace, Golden Eagle Broadcasting, and Free Speech TV. Please call 1-800-531-5000 for more information.

>> Channels & Packages

DISH Network

AVAILABLE TO ALL CUSTOMERS

BEST	Best	219	PREVW	Free Preview Guide	102
LQCH	Liquidation Channel	274	QCH	QCH	104
EARTH	DISH Earth	287	ONPVV	Pay-Per-View Guide	500
DN101	DISH 101	101	SDENE	SDENE	119
HOME	DishHOME	100			

DISHFAMILY

Featuring the best family-friendly programming

ALIVE	America Live	219	HMC	Hallmark Movie Channel	187
ANGEL	Angel One	287	HMO	HMO	104
ANGL2	Angel Two	266	HSN	HSN	84
APL	Animal Planet	184	HSD2	HSD2	219
B10	B10	119	HUB	Hub	179
BITV	Bloomberg Television	203	HUB2	Hub 2	179
BOOM	Boomerang	175	INSP	Inspiration Network	259
BUY1	Buy1	221	JTV	Jewelry Television	227
CBSSN	CBS Sports Network	152	NICK	Nick/Nick at Nite (E)	170
CCVE	CCTV-E	224	NICKW	Nickelodeon Nicktoons	178
CCNEW	CCTV-News	265	NICKT	Nicktoons Network	178
COOK	Cooking Channel	113	QVC	QVC	137
CSPN2	C-SPAN2	211	QVC2	QVC2	137
DYSTR	Daystar	203	QVC3	QVC3	137
DIY	DIY	111	QVC4	QVC4	137
DOC	Documentary Channel	197	QVC5	QVC5	137
FQDD	Food Network	110	QVC6	QVC6	137
FXNWS	FOX News Channel	205	QVC7	QVC7	137
FSC	FOX Soccer Channel	406	QVC8	QVC8	137
GEMS	Gems and Jewelry	229	QVC9	QVC9	137
GAC	Great American Country (GAC)	167	QVC10	QVC10	137
HLMRK	Hallmark Channel	185	QVC11	QVC11	137

Sports Networks

ALTUD	Altitude Sports & Entertainment	HD 410	FOXOH	Fox Sports Ohio	HD 425
CSTNO	Cox Sports Television New Orleans	HD 421	PRIME	Fox Sports Prime Ticket	HD 411
CSNBA	Comcast SportsNet Bay Area	HD 419	FOXSW	Fox Sport South	HD 420
CSNCA	Comcast SportsNet California	HD 409	FOXSW2	Fox Sports Southwest	HD 410
CSNCH	Comcast SportsNet Chicago	HD 429	FOXW	Fox Sports West	HD 417
CSNMA	Comcast SportsNet Mid-Atlantic	HD 424	FUEL	FUEL TV	396
CSNNE	Comcast SportsNet New England	HD 435	MASN	Mid-Atlantic Sports Network	432
ESPCL	ESPN Classic*	143	MASN2	Mid-Atlantic Sports Network 2	433
FSC	Fox Soccer Channel	HD 406	NESN	New England Sports Network	HD 434
FOX5+	Fox Soccer Plus**	407	NELR2	New England Sports Network 2	HD 435
FOXAZ	Fox Sports Arizona	HD 415	RTNW	ROOT Sports Northwest	HD 426
FOXCN	Fox Sports Cincinnati	HD 427	RTPT	ROOT Sports Portland	HD 428
FOXO	Fox Sports Detroit	HD 430	RTRM	ROOT Sports Rocky Mountain	HD 414
FOXFL	Fox Sports Florida	HD 423	SPSO	Sports South	HD 431
FOXMW	Fox Sports Midwest	HD 418	STO	SportTime Ohio	HD 431
FOXN	Fox Sports North	HD 436	SUN	Sports Illustrated	HD 431

HD - Channels are broadcast in both SD & HD unless indicated as "HD only." You must have an HD television to view channels in high definition.

BOLE - Channels in bold are some of our most popular channels. **SAP** - FREE Spanish audio feed available. Audio available on select HD channels. No audio available on todos los canales HD. Availability of Regional Sports Networks based on geographical location and programming package subscription. Only available with Multi-Sport Pack. *Available a la carte. All programming subject to change without notice. **Requires additional fees to view. (limited number of channels available in HD).

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1 = Public Internet programming available while in satellite orbital location and programming package. Purchase of a second dish antenna may be required. 2 = Available at no cost to all DISH Network customers. HBO World requires DISH 900+ or DISH 1000+ activation and subscription to qualifying programming. Additional fees may apply for satellite DISH Network customers to upgrade their dish antenna. 3 = Available in Ohio, Michigan, Iowa, Wisconsin, Minnesota, Illinois and sections of Pennsylvania and Indiana. 4 = TeleFutura East is available to subscribers in the Eastern and Central time zones. TeleFutura West is available to subscribers in the Mountain and Pacific time zones. TeleFutura West in HD is available to all time zones.

Blockbuster Movie Pass

Includes 1 Blockbuster by mail. Some restrictions apply. For more information visit dish.com/blockbustermoviepass.

CTRC	Centric	HD 371	MGM	MGM	HD 385
CI	Crime & Investigation	HD 388	MPLE	Movieplex	HD 388
ESUSP	Encore Suspense	344	PLDIA	Palladia	HD 369
EPIX1	EPIX SAP	HD 380	FIXL	Fixl	HD 183
EPIX2	EPIX2 SAP	HD 381	RETRO	RetroPlex	HD 379
HMC	Hallmark Movie Channel	HD 187	SONY	Sony (Movie Channel)	HD 185
HDTHR	HD Theater	HD 364	SCINE	Starz Cinema	353
HONMV	HDNet Movies	HD 383	SUNB	Sundance Channel	387
INDIE	IndiePlex	HD 378	UNIHD	Universal HD	HD 366
LOGO	LOGO	HD 373	WFL	World Film Network	354
MAVTV	MavTV	HD 361			

Some HD channels only available in HD.

Premium Movie Packages

HBO

HBO-E	HBO (E) SAP	HD 300
HBO2E	HBO2 (E) SAP	HD 301
HBO3G	HBO Signature SAP	HD 302
HBO-W	HBO (W) SAP	HD 303
HBO2W	HBO2 (W) SAP	304
HBOFM	HBO Family SAP	HD 305
HBOCY	HBO Comedy SAP	HD 307
HBOZ	HBO Zone -HD only	HD 308
HBOLT	HBO Latino	HD 309

starz

ENCOR	Encore (E) SAP	HD 340
STARZ	Starz (E) SAP	HD 350
STRZW	Starz (W) SAP	HD 351
SEGE	Starz Edge SAP	HD 352
SCINE	Starz Cinema SAP	353
STZC	Starz Comedy	HD 354
SBCLK	Starz InBlack SAP	355
SK&FM	Starz Kids & Family SAP	HD 356

Cine

MAX-E	Cinemax (E) SAP	HD 310
MAX-W	Cinemax (W) SAP	HD 311
MOMAX	MoreMAX SAP	312
ACMAX	AdultMAX SAP	HD 313
5-MAX	5StarMAX SAP	HD 314

SHOWTIME

SHO-E	Showtime (E) SAP	HD 318
SHO-W	Showtime (W) SAP	HD 319
SHOTO	Showtime 2 SAP	HD 320
SHOCS	Showtime Showcase SAP	HD 321
SHOE1	Showtime Extreme SAP	322
SBYND	Showtime Beyond SAP	323
TMC-E	The Movie Channel (E) SAP	HD 327
TMOX5	The Movie Channel (E) SAP	328
FLIX	FLIX	333

PREMIUM MOVIE PACKAGES ARE AVAILABLE TO ALL DISH NETWORK CUSTOMERS.

DISH Cinema and Pay-Per-View Sports & Events

MOVIE	DISH Cinema	1, 103, 600, 658	SPORT	Sports Events	1, 103, 600, 658
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Need some help?

WE CAN ANSWER YOUR QUESTIONS ONLINE:



dish.com/supportcenter



facebook.com/dishnetwork



twitter.com/dishnetwork

YOU CAN ALSO FIND ANSWERS HERE:



Receiver Users Guide



Channel 100 - DISHHOME Interactive TV



DISH 101 - Support Channel (Channel 101)



Customer Support 1-800-338-DISH (3374)



Connect your receiver to broadband Internet or a phone line to get more out of your DISH service. For more info visit dish.com/getconnected.

dish Let's Watch TV

>> Channels & Packages

America's Top 120 with HD

America's Top 120 includes channels listed below. **HD** indicates channels available in both standard and high definition, except where noted as HD-only.

A&E	A&E	HD	118	ION	ION (E)	216
ABCFM	ABC Family		180	IONW	ION (W)	217
ALIVE	America Live		219	JTV	Jewelry Television	227
ANGEL	Angel One		262	LIFF	Lifetime	HD 108
ANGL2	Angel Two		268	MALL	Mail	220
BTV	Business Television		9602	MTV	MTV	HD 160
BUY	Buy!		221	MTV2	MTV2	161
TOON	Cartoon Network (E) ^{SAP}	HD	176	NICK	NICK/NICK at Nite (E)	HD 170
TOONW	Cartoon Network (W)		177	NICKW	Nick/Nick at Nite (W)	171
CCTVE	CCTV-E		884	QVIZ	QVIZ	187
CCNEW	CCTV-News		265	REELZ	ReelChannel	299
CHRGH	Church Channel		258	SALE	Sale	224
CMT	CMT	HD	168	SHOP	shop	224
CNBC	CNBC	HD	208	SHO	Sho	224
CNN	CNN	HD	200	SN	SonLife Broadcasting Network	267
CMDY	Comedy Central	HD	107	SPK	Spike TV	HD 186
CSPN2	C-SPAN2		211	SYFY	Syfy	HD 122
DYSTR	Daystar		263	TBS	TBS	HD 138
DISC	Discovery Channel	HD	182	TLC	TLC	HD 183
DISC	Discovery Channel (E)		172	TNT	TNT	HD 138
DISW	Discovery Channel (W)		173	TRV	Travel Channel	HD 198
DOC	Documentary Channel		197	TVGM	TV Games Network	405
EI	E! Entertainment Television	HD	114	TVGN	TV Guide Network	117
ESPN	ESPN	HD	140	TVLND	TV Land	108
ESPN2	ESPN2	HD	144	USA	USA	HD 105
ESNWS	ESPNEWS		142	VH1	VH1	HD 162
ESNU	ESPN		141	TWC	Weather Channel	HD 214
FOOD	Food Network	HD	110	Plus Dish Music Channels 950-981		
FXNWS	FOX News Channel	HD	205	Christian		975
FX	FX ^{SAP}	HD	158	Classica		970-973
GEMS	Gems & Jewelry TV		229	Country		951-952
HDNET	HDNet -HD only	HD	362	Electronic/Dance		958, 966, 977
HGTV	HGTV	HD	112	Family & Kids		976
HIST	History	HD	120	Hip-Hop/R&B		983
HLN	HLN	HD	202	Jazz & Blues		962, 967, 968, 978
HRTV	HorseRacing TV		404	Latin & International		981
HSN	HSN		84	Pop		950, 955, 956, 965
HSN2	HSN2		226	Rock		953, 954, 957, 958, 961, 969, 979, 980
ICTV	In Country Television		230	Standards		964, 974
INSP	Inspiration Network		259			

Local Networks channel range 2-70

abc	OCBS	NBC	FOX
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Public Interest Channels¹

ALMA	Alma Vision Hispanic Network	9413	KBS	KBS World ²	9850
BABY1	BabyFirstTV	9401			
BYUTV	BYUTV	9403	LINK	LinkTV	9410
OTN	Christian TV Network	9404			
ARTS	Classic Arts Showcase	9408	PNTGN	Pentagon Channel	9405
CSPAN	C-SPAN	9409			
EWTN	Eternal Word Television Network ^{SAP}	261	IMPCT	The Impact Network	9397
FSTV	Free Speech TV	9402			
HHS	Health & Human Services	9402	UCTV	University of California TV	9412
HITN	HITN	9403			

BOLD - Channels in bold are some of our most popular channels.

SAP - FREE Spanish audio feed available. Audio disponible en español. Available on select HD channels. No está disponible en todos los canales HD.

HD - Channels are broadcast in both SD & HD unless indicated as "HD only." You must subscribe to the HD package to receive the HD feed. You must have an HD television to view channels in high definition. All programming subject to change without notice.

+ America's Top 200 with HD

America's Top 200 includes all of America's Top 120 plus the channels listed below. **HD** indicates channels available in both standard and high definition.

AMC	AMC	HD	130
APL	Animal Planet	HD	134
BBCA	BBC America	HD	135
BET	BET	HD	174
BIG10	Big Ten Network ³	HD	439
BRAVO	Bravo	HD	134
CBSN	CBS Sports Network	HD	152
CURNT	Current TV		174
DISXD	Disney XD ^{SAP}		174
G4	G4	HD	134
GLVSN	Galavisión	HD	273
GOLF	Golf Channel	HD	101
GSN	GSN	HD	116
HLMRK	Hallmark Channel	HD	131
IFC	IFC		131
ID	Investigation Discovery	HD	132
LMN	Lifetime Movie Network	HD	109
MLBN	MLB Network	HD	134
MSNBC	msnbc	HD	209
NTGEO	National Geographic Channel	HD	131
NBATV	NBA TV	HD	156
NFL	NFL Network	HD	151
NHLN	NHL Network	HD	157
NKJR	Nick Jr.		139
NUVO	nuvoTV		159
OVATN	Ovation		131
OWN	OWN: Oprah Winfrey Network	HD	189
OXYGN	Oxygen		132
RFDTV	RFD-TV	HD	231
SOAP	SOAPnet		233
SPEED	SPEED	HD	150
STYLE	Style	HD	116
TNCK	TeenNick		181
FTRAE	TeleFutura (E)		211
FTRAW	TeleFutura (W)	HD	212
TRU	truTV	HD	204
TCM	Turner Classic Movies	HD	132
UNVSN	Univision (E)	HD	101
UNVSW	Univision (W)		828
WE	WE tv		133
WGN	WGN America	HD	239
Plus SiriusXM Music Channels			6002-6040
Christian			6063, 6064
Classical			6065, 6066
Country			6058, 6058-6061
Electronic & Dance			6062, 6063
Hip Hop/R&B			6044-6049
Jazz & Blues			6070, 6071
Latin & World			6030
Pop			6072, 6073, 6074, 6075
Rock			6019-6042

Attention:

For the most up-to-date channel line-up, please visit www.spectrum.com.

+ America's Top 250 with HD

America's Top 250 includes all of America's Top 200 plus the channels listed below. Additional antenna required. **HD** indicates channels available in both standard and high definition, except where noted as HD-only.

BIO	Bio	HD	119
BITV	Bloomberg Television	HD	203
BOOM	Boomerang ^{SAP}		175
CHLR	Chiller		199
CLOO	cloo		198
CNBCW	CNBC World		207
COOK	Cooking Channel	HD	113
DIY	DIY	HD	111
ENCOR	Encore (E) -HD only	HD	340
ENCRW	Encore (W) ^{SAP}		341
EACTA	Encore Action		343
EDRAM	Encore Drama		345
ENFAM	Encore Family		347
ELOVE	Encore Love		348
ENSUSP	Encore Suspense		344
EWSTW	Encore Westerns		342
FOX8	Fox Business Network	HD	206
FOXVO	Fox Movie Channel		133
FSC	Fox Soccer Channel	HD	406
FUEL	FUEL TV		398
GMC	gmc		188
GAC	Great American Country (GAC)		167
H2	H2	HD	121
HMC	Hallmark Movie Channel	HD	187
HUB	Hub	HD	179
MIL	Military Channel		195
MPLEX	MoviePlex		377
MUN2	mun2		838
NATRW	Nat Geo WILD	HD	190
NICKT	Nicktoons Network		178
OTDCH	Outdoor Channel		396
GREEN	Planet Green	HD	194
SCI	Science	HD	193
SPMAN	Sportsman Channel	HD	395
TENIS	Tennis Channel	HD	400
TMC-W	The Movie Channel (W) ^{SAP}		329
TMCWY	The Movie Channel extra (W) ^{SAP}		330
EPIX3	The Three from EPIX ^{SAP}		232
VERIA	Veria	HD	218
VS.	Versus	HD	151
VH1CL	VH1 Classic		163
Plus DISH Music Channels			923-946
Country			937
Electronic & Dance			925, 926, 945
Hip-Hop/R&B			939
Jazz & Blues			927
Latin & International			944
Pop			923, 928, 929, 931
Rock			924, 930, 933-936, 946
Standards			938

EXHIBIT 2

Communities Served: Pepperell, Groton, Harvard, Dunstable, Brookline & Hollis

 Channel available in high definition  New channel just added

 Indicates new location for channel

8350,1200,0290,0300,0350,0390,0410,0450

Digital equipment required to view (digital receiver, HD receiver for HD services, or TV equipped with digital QAM tuner).

*Charter leased digital equipment required to view (digital receiver, HD receiver for HD services).

All service levels may contain channels with some R-rated programming, which can be blocked using the Parental Control feature on your on-screen program guide.

Due to system technical enhancements, in a Switched Digital market access to certain digital subscription channels will require a receiver, as HDTVs equipped with CableCARDs™ will lose access to a growing number of digital channels. TiVo customers equipped with CableCARDs will also need a Tuning Adapter to continue accessing certain digital channels.

©2012 Charter Communications. Programming may vary. Channels, Time and Packaging subject to change. Services not available in all areas. SAP - Second Audio Programming (Spanish Language when available) is offered on analog Basic Service & Expanded Service channels. Check your interactive program guide for further details. Channel numbers listed are for either analog cable-ready TV sets or Charter digital receivers. Customers using a QAM tuner TV or other personal QAM tuner device, not connected to a digital receiver, must activate the Auto Program feature, as described in the TV/device's Owner's Manual, to receive some digital services. HD capable equipment is required to view HD programming (where available). All programming may not be available to CableCARD customers.



1-888-GET CHARTER

(1-888-438-2427)
charter.com/welcome

D-0DC6DC7B
780C8701



Charter TV® Residential Channel Lineup

Pepperell, Groton, Harvard, Dunstable, Brookline &
Hollis

Effective March 2012

Your entertainment guide.

- Browse channels by package, theme or numerical listing
- Including special interest tiers, premium channels and more!
- See it all online at charter.com > find it fast > channel lineup



Basic Service

2	WGBH (2) PBS Boston	170	TV Guide Network*
3	Charter TV3 Worcester	183	Shop NBC*
4	WBZ (4) CBS Boston	185	Jewelry TV*
5	WCVB (5) ABC Boston	220	WGBH-DT (2) PBS Boston*
6	WFXT (25) FOX Boston	221	WGBX-DT (44) PBS Boston*
7	WHDH (7) NBC Boston	222	WGBX-DT PBS World Boston*
8	WSBK (38) Boston	223	WGBX-DT PBS Create Boston*
9	WMUR (9) ABC Manchester, NH	224	WYDN-DT (48) IND Worcester*
10	WNEU (60) TELEMUNDO Boston	225	WMFP-DT (62) IND Lawrence*
11	WENH (11) PBS Durham, NH	226	WZMY-DT (50) MyTV Derry, NH*
12	Access	297	C-SPAN2*
13	Access	HD 780	WBPX-HD (68) ION Boston*
14	WYDN (48) IND Worcester	HD 781	WMUR-HD (9) ABC Manchester, NH*
15	Access	HD 782	WGBH-HD (2) PBS Boston*
16	C-SPAN	HD 783	WBZ-HD (4) CBS Boston*
17	WBPX (68) ION Boston	784	QVC*
18	INSP	HD 785	WCVB-HD (5) ABC Boston*
19	WUTF (66) Marlborough	HD 786	WFXT-HD (25) FOX Boston*
20	WLVI (56) CW Boston	HD 787	WHDH-HD (7) NBC Boston*
21	WGBX (44) PBS Boston	HD 788	WSBK-HD (38) Boston*
22	HSN	HD 789	WLVI-HD (56) CW Boston*
23	Jewelry TV*	790	Charter TV3 Worcester**
24	QVC	HD 791	WNEU-HD (60) TELEMUNDO Boston*
25	WMFP (62) IND Lawrence	HD 792	WUNI-HD (27) UNI Boston*
26	WZMY (50) MyTV Derry, NH	HD 793	WUTF-HD (66) Marlborough*
27	WUNI (27) UNI Boston		
95	EWTN		
153	WGBX-DT PBS Kids Boston*		

Expanded Service

28	Lifetime	43	MSNBC
29	FX	44	CNBC
30	FX	45	FOX News Channel
31	USA	46	The Weather Channel
32	TNT	47	Spike TV
33	TBS	48	TV Land
34	ESPN	49	Comedy Central
35	ESPN2	50	ABC Family
36	Comcast SportsNet	51	Cartoon Network
37	NESN	52	Nickelodeon
38	Golf Channel	53	Disney Channel
39	SPEED Channel	54	History
40	NBC Sports Network	55	TLC
41	CNN	56	Animal Planet
42	HLN	57	National Geographic

58	Travel Channel	HD 723	CNBC HD**
59	Discovery Channel	HD 725	The Weather Channel HD**
60	Style	HD 726	FOX News Channel HD**
61	HGTV	HD 727	MSNBC HD**
62	Food Network	HD 728	CNN HD**
63	truTV	HD 730	Animal Planet HD**
64	A&E	HD 731	TLC HD**
65	Turner Classic Movies	HD 732	Food Network HD**
66	AMC	HD 733	HGTV HD**
67	Syfy	HD 734	A&E HD**
68	MTV	HD 735	History HD**
69	VH1	HD 736	National Geographic HD**
71	MTV2	HD 737	Discovery Channel HD**
77	New England Cable News**	HD 738	Travel Channel HD**
80	GSN**	HD 740	Hallmark Channel HD**
106	Disney XD**	HD 743	USA HD**
176	SOAPnet**	HD 744	TNT HD**
196	Oxygen**	HD 745	TBS HD**
197	Hallmark Channel**	HD 746	FX HD**
200	LMN**	HD 748	Lifetime HD**
216	BET**	HD 753	Disney Channel HD**
340	Regional Sports Extra Games**	HD 756	Cartoon Network HD**
346	MLB Network**	HD 757	Nickelodeon HD**
506	FLIX**	HD 758	ABC Family HD**
HD 701	LMN HD**	HD 760	Regional Sports Extra Games HD**
HD 705	AMC HD**	HD 763	SPEED Channel HD**
HD 706	Turner Classic Movies HD**	HD 766	MLB Network HD**
HD 712	MTV HD**	HD 767	NBC Sports Network HD**
HD 713	VH1 HD**	HD 768	Golf Channel HD**
HD 717	Comedy Central HD**	HD 770	Comcast SportsNet HD**
HD 719	Spike TV HD**	HD 771	ESPN2 HD**
HD 720	Syfy HD**	HD 773	ESPN HD**
HD 721	truTV HD**	HD 774	NESN HD**

HD Ultra View**

HD 795	Universal HD	HD 797	Smithsonian
HD 796	Velocity	HD 798	Palladia

Digital View** & Digital View Plus**

101	Catholic TV	108	Nick 2
102	Planet Green	109	Nick Jr.
104	Cooking Channel	110	TeenNick
105	DIY Network	111	Nicktoons
107	The Hub	112	Sprout

- 130 Boomerang
- 173 ReelzChannel
- 175 Ovation
- 194 Hallmark Movie Channel
- 195 Lifetime Real Women
- 198 Bravo
- 199 FOX Movie Channel
- 201 WE tv
- 202 IFC
- 203 Sundance Channel
- 204 Fuse
- 205 mtvU
- 206 Tr3s
- 207 MTV Jams
- 208 MTV Hits
- 209 VH1 Classic
- 210 VH1 Soul
- 211 Centric
- 212 CMT Pure Country
- 213 GAC
- 214 CMT
- 215 gmc
- 217 mun2
- 298 FOX Business Network

- 299 Bloomberg Television
- 300 Science
- 301 OWN
- 302 Military Channel
- 303 Investigation Discovery
- 304 BBC America
- 305 ABC News NOW
- 306 BIO
- 307 H2
- 310 ESPN
- 316 G4
- 317 Fuel TV
- 320 TVG
- 347 NFL Network
- 650 Logo
- HD 702 Bravo HD
- HD 703 IFC HD
- HD 707 Hallmark Movie Channel HD
- HD 710 Fuse HD
- HD 715 Science HD
- HD 750 WE tv HD
- HD 761 ESPN HD
- HD 762 NFL Network HD

Sports View

- 308 ESPNNews
- 309 ESPN Classic
- 310 ESPN
- 311 FOX College Sports - Atlantic
- 312 FOX College Sports - Central
- 313 FOX College Sports - Pacific
- 314 FOX Deportes
- 315 FOX Soccer
- 317 Fuel TV
- 318 CBS Sports Network
- 319 Tennis Channel
- 320 TVG
- 322 WFN
- 323 Outdoor Channel
- 324 Sportsman Channel
- 325 Discovery Fit & Health
- 327 HRTV
- 329 Max TV
- 335 BTN
- 345 NHL Network
- 348 NFL RedZone
- 347 NFL Network
- HD 762 NFL Network HD

International Premiums

- 375 Zee TV

HBO/Cinemax

- 1 HBO On Demand
- 1 Cinemax On Demand
- 400 HBO
- 401 HBO 2

- 402 HBO Signature
- 403 HBO Family
- 404 HBO Comedy
- 406 HBO Zone
- 408 HBO Latino
- 450 Cinemax
- 451 MoreMax
- 452 ActionMax
- 453 ThrillerMax
- 454 WMAX
- 455 @MAX
- 456 OuterMAX
- 457 5 StarMAX
- HD 777 HBO HD
- HD 779 Cinemax HD

EPIX

- 1 EPIX On Demand
- 490 EPIX (epixhd.com included with subscription to Charter Internet, where available)
- HD 704 EPIX HD

Showtime/TMC

- 1 Showtime On Demand
- 1 TMC On Demand
- 173 ReelzChannel
- 500 Showtime
- 501 Showtime Too
- 502 Showtime Showcase
- 503 Showtime Extreme
- 504 Showtime Beyond
- 550 TMC
- 551 TMC Xtra
- 630 Encore
- 631 Encore Love
- 632 Encore Action
- 633 Encore Suspense
- 634 Encore Drama
- 635 Encore Westerns
- HD 775 TMC HD
- HD 778 Showtime HD

Starz/Encore

- 1 Starz On Demand
- 600 Starz
- 601 Starz In Black
- 602 Starz Kids & Family
- 603 Starz Cinema
- 630 Encore
- 631 Encore Love
- 632 Encore Action
- 633 Encore Suspense
- 634 Encore Drama
- 635 Encore Westerns
- HD 776 Starz HD

Charter Pay-Per-View & On Demand

- 1 Charter On Demand
- 350-363 NHL Center Ice/MLB Extra Innings
- HD 769 HD Pay-Per-View
- 800 Pay-Per-View Highlights
- 801-807 IN DEMAND 1-7
- 894-899 Adult Programming
- 2465 FUNimation On Demand
- 2467 Howard TV On Demand
- 2468 Here! On Demand
- 2469 WWE Classics On Demand
- 2470 Too Much For TV On Demand
- 2472 Karaoke On Demand

2473 Anime Network On
Demand

2478 Disney Family Movies
On Demand

Go to Charter On Demand - Channel 1 for a library of 8500+ hit movies and shows ready to watch when you want.

To see what's playing, go to charter.net/ondemand.

Rates for transactional movies, adult programming & events vary. Please see your interactive program guide for title-specific pricing prior to ordering or call 1-888-GET CHARTER.

©2012 Charter Communications. Programming, pricing, ratings and scheduling subject to change. On Demand line up varies and access is based on service level subscription and varies by network. Other restrictions may apply. Call for details.

Digital Music

- | | |
|-------------------------|----------------------------|
| 903 Hit List | 926 Solid Gold Oldies |
| 904 Hip-Hop and R&B | 927 Party Favorites |
| 905 MC MixTape | 928 Stage & Screen |
| 906 Dance/Electronica | 929 Kidz Only! |
| 907 Rap | 930 Toddler Tunes |
| 908 Hip-Hop Classics | 931 Today's Country |
| 909 Throwback Jamz | 932 True Country |
| 910 R&B Classics | 933 Classic Country |
| 911 R&B Soul | 934 Contemporary Christian |
| 912 Gospel | 935 Sounds of the Seasons |
| 913 Reggae | 936 Soundscapes |
| 914 Classic Rock | 937 Smooth Jazz |
| 915 Retro Rock | 938 Jazz |
| 916 Rock | 939 Blues |
| 917 Metal | 940 Singers & Swing |
| 918 Alternative | 941 Easy Listening |
| 919 Classic Alternative | 942 Classical Masterpieces |
| 920 Adult Alternative | 943 Light Classical |
| 921 Soft Rock | 944 Musica Urbana |
| 922 Pop Hits | 945 Pop Latino |
| 923 90's | 946 Tropicales |
| 924 80's | 947 Mexicana |
| 925 70's | 948 Romances |

All music is uncensored and may contain lyrics that may not be appropriate for all listeners.

EXHIBIT 3



Jan 12, 2012

Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006

To Whom It May Concern:

Media Business Corporation ("MediaBiz") utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

MediaBiz developed this methodology to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. This basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. MediaBiz uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap®, a division of Pitney Bowes Business Insight, to determine municipal boundaries. MediaBiz uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

MediaBiz then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where MediaBiz determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, MediaBiz identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP Code only.

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H - high-rise or S - street

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.


Robert Lehmann
President

MediaBiz

EXHIBIT 4

ECTR – Effective Competition Tracking Report



Provided by
Satellite Broadcasting and Communications Association

Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated September 14, 2011 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: September 15, 2011

ZIP Codes

DTH Count

Requested total for Hollis, NH	691
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Data is current through 8/31/2011

Report Prepared by:
Martin Esteves
Manager, Membership and Data Management
202-349-3630
mesteves@sbca.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

; oldest data from 2011-08-31

030312805	1
030312810	3
030493600	0
030495500	2
030495501	1
030495901	2
030495902	2
030495903	0
030495904	0
030495905	0
030495906	3
030495907	0
030495908	0
030495909	0
030495910	5
030495911	0
030495912	0
030495913	3
030495914	0
030495915	1
030495916	1
030495917	3
030495918	2
030495919	4
030495920	3
030495921	0
030495922	0
030495923	0
030495924	1
030495925	3
030495926	2
030495927	4
030495928	5
030495929	2
030495930	1
030495931	2
030495932	0
030495933	1
030495934	0
030495935	0
030495936	0
030495937	0
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Total	691

EXHIBIT 5

DECLARATION OF DENISE WILLIAMS

I, Denise Williams, declare, under penalty of perjury that:

1. I am the Director of Regulatory Compliance for Charter Communications ("Charter"), and I am responsible for overseeing Charter's effective competition filings.
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Charter's cable subscriber numbers for the Franchise Area at issue in this Petition, as well as the DBS subscriber numbers provided by SBCA as described in the Petition. Charter is the largest multichannel video programming distributor in the Hollis Franchise Area.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information and belief.

Date:

6/12/12


Denise Williams

EXHIBIT 6

U.S. Census Bureau



H1

OCCUPANCY STATUS

Universe: Housing units

2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see
<http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171
Summary Files as delivered.

Hollis town, Hillsborough County, New Hampshire	
1 Total:	2,929
3 Occupied	2,811
3 of 3 Vacant	118

Source: U.S. Census Bureau, 2010 Census.

U S C E N S U S B U R E A U
Helping You Make Informed Decisions

Source: U.S. Census Bureau | American FactFinder

EXHIBIT 7

	A	B	C	D	E
1	Community	State	Total DBS Subscribers	2010 Census Occupied Housing Units	% of DBS Penetration In Franchise Area Column C / Column D
2	HOLLIS	NH	691	2,811	24.58%

CERTIFICATE OF SERVICE

I, Deborah D. Williams, do hereby certify on this 14th day of June 2012, that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following:

Ms. Melinda Willis, Chairman
Town of Hollis
7 Monument Square
Hollis, NH 03049

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

William Lake, Chief
Media Bureau
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554



Deborah D. Williams